

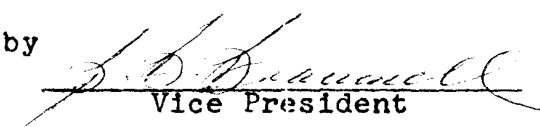
RECORDATION NO. 6-284-B
APR 28 1971
Filed & Recorded
INTERSTATE COMMERCE COMMISSION

MEMORANDUM

Reference is made to the Conditional Sale Agreement Dated as of March 1, 1971, among General Motors Corporation (Electro-Motive Division), Merchants Bancorp, Inc., as Vendee, and Missouri Pacific Railroad Company and to the Agreement and Assignment Dated as of March 1, 1971, between General Motors Corporation (Electro-Motive Division) and First Trust Company of St. Paul, as Agent, assigning such Conditional Sale Agreement, filed and recorded under Section 20c of the Interstate Commerce Act March 19, 1971, at 12:05 p.m., bearing Recordation No. 6083. The undersigned parties to such Agreement and Assignment hereby confirm that the words "MERCHANTS INVESTORS INC." on the first page of such Agreement and Assignment are intended to and shall be deemed to read "MERCHANTS BANCORP, INC."

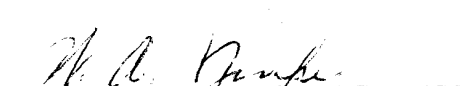
GENERAL MOTORS CORPORATION
(Electro-Motive Division),

by


Vice President

[Corporate Seal]

Attest:


Assistant Secretary

FIRST TRUST COMPANY OF ST. PAUL,
as Agent,

by

J. M. Leahy
Vice President

[Corporate Seal]

Attest:

[Signature]
Assistant Secretary

STATE OF MINNESOTA,)
) ss.:
COUNTY OF RAMSEY,)

On this 10th day of April, 1971, before me personally appeared *Eugene W. McCarthy*, to me personally known, who, being by me duly sworn, says that he is Vice President of FIRST TRUST COMPANY OF ST. PAUL, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and seal on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane Wagner

Notary Public


[Notarial Seal]

My Commission Expires

Diane Wagner
Notary Public, Ramsey County, Minn
My Commission Expires Oct. 5, 1977

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this 15 day of April, 1971, before me personally appeared B. B. BROWNELL , to me personally known, who, being by me duly sworn, says that he a Vice President of GENERAL MOTORS CORPORATION (Electro-Motive Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My Commission Expires OCTOBER 28, 1971